JOIN THE REVOLUTION

YOST
CHECCHETTO
ROSENBERG

019

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When OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the amazing Spider-Man. The transfer gave Otto Parker's powers and his memories--namely the lesson of great responsibility. Now Otto Octavius is beginning a new life as a hero, possibly the greatest hero of all as...

THE SUPERIOR SPIDER-MAN IN BAD DREAMS

Protecting the minds of all sentient beings from evil creatures infiltrating its borders, Rick Sheridan roams the Mindscape as...

SLEEPWALKER

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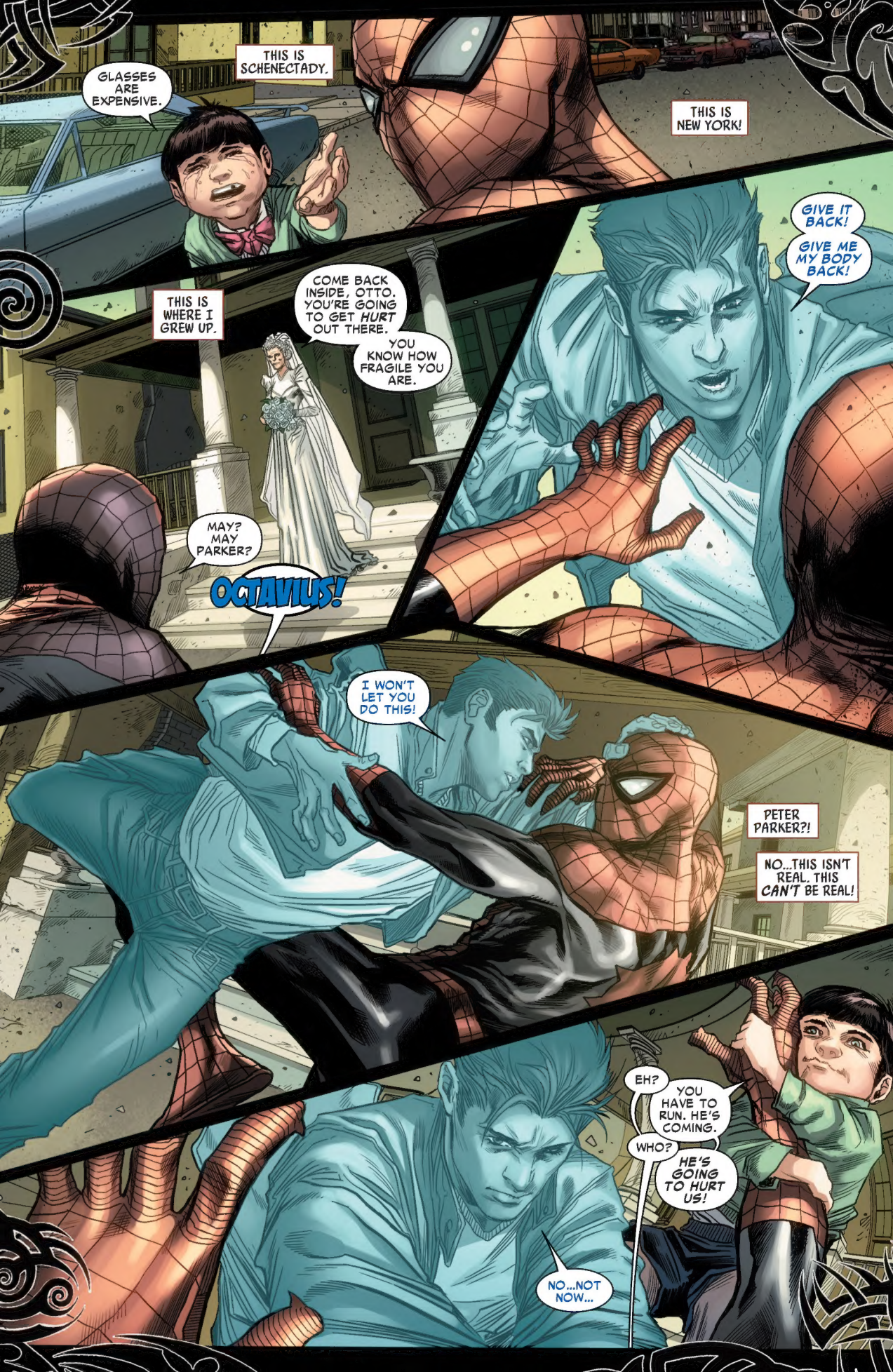
"WAKE UP."
HNN... WHAT...?
WHAT HAPPENED? WHERE--
WHERE AM I?
I WAS ASLEEP. I DON'T REMEMBER FALLING ASLEEP.
I CERTAINLY DON'T REMEMBER FALLING ASLEEP IN THE MIDDLE OF THE STREET. I DON'T REMEMBER...
SOMETHING IS VERY WRONG HERE.
I KNOW THIS PLACE. WHY DO I KNOW THIS PLACE?
PLEASE... SOMEBODY...
EH?
...HELP ME.
I CAN'T FIND MY GLASSES. I HAVE TO FIND THEM, I CAN'T LOSE THEM AGAIN...


GLASSES ARE EXPENSIVE.
THIS IS SCHENECTADY.
THIS IS NEW YORK!
GIVE IT BACK!
GIVE ME MY BODY BACK!
THIS IS WHERE I GREW UP.
COME BACK INSIDE, OTTO. YOU'RE GOING TO GET HURT OUT THERE.
YOU KNOW HOW FRAGILE YOU ARE.
MAY? MAY PARKER?
OCTAVIUS!
I WON'T LET YOU DO THIS!
PETER PARKER?!
NO...THIS ISN'T REAL. THIS CAN'T BE REAL!
EH?
YOU HAVE TO RUN. HE'S COMING.
WHO?
HE'S GOING TO HURT US!
NO...NOT NOW...

WHAT IS HAPPENING HERE?!

I LOOK UP AT IT AND REALIZE THAT I'M *AFRAID*.

IT MAKES NO SENSE. I'VE SEEN MONSTERS BEFORE...PARKER HAS SEEN HORRORS...BUT THIS CREATURE...

I'VE NEVER BEEN MORE SCARED. THE FEAR TAKES ME, I CAN'T EVEN *MOVE*.

NO!

CHOOOM!

I DON'T UNDERSTAND, WHICH ONLY SERVES TO FUEL THE FEAR THAT'S ALREADY GRIPPING ME.

HOW CAN THIS BE HAPPENING?

HOW CAN THIS BE *REAL*?

I KNOW THAT I CAN'T FIGHT THIS. I CAN'T *BEAT* THIS. I HAVE TO RUN.

I HAVE TO ESCAPE!

IT'S LIKE SOME KIND OF *NIGHTMARE*...

ALL I WANT TO DO IS--

New York City.
THE REAL WORLD.

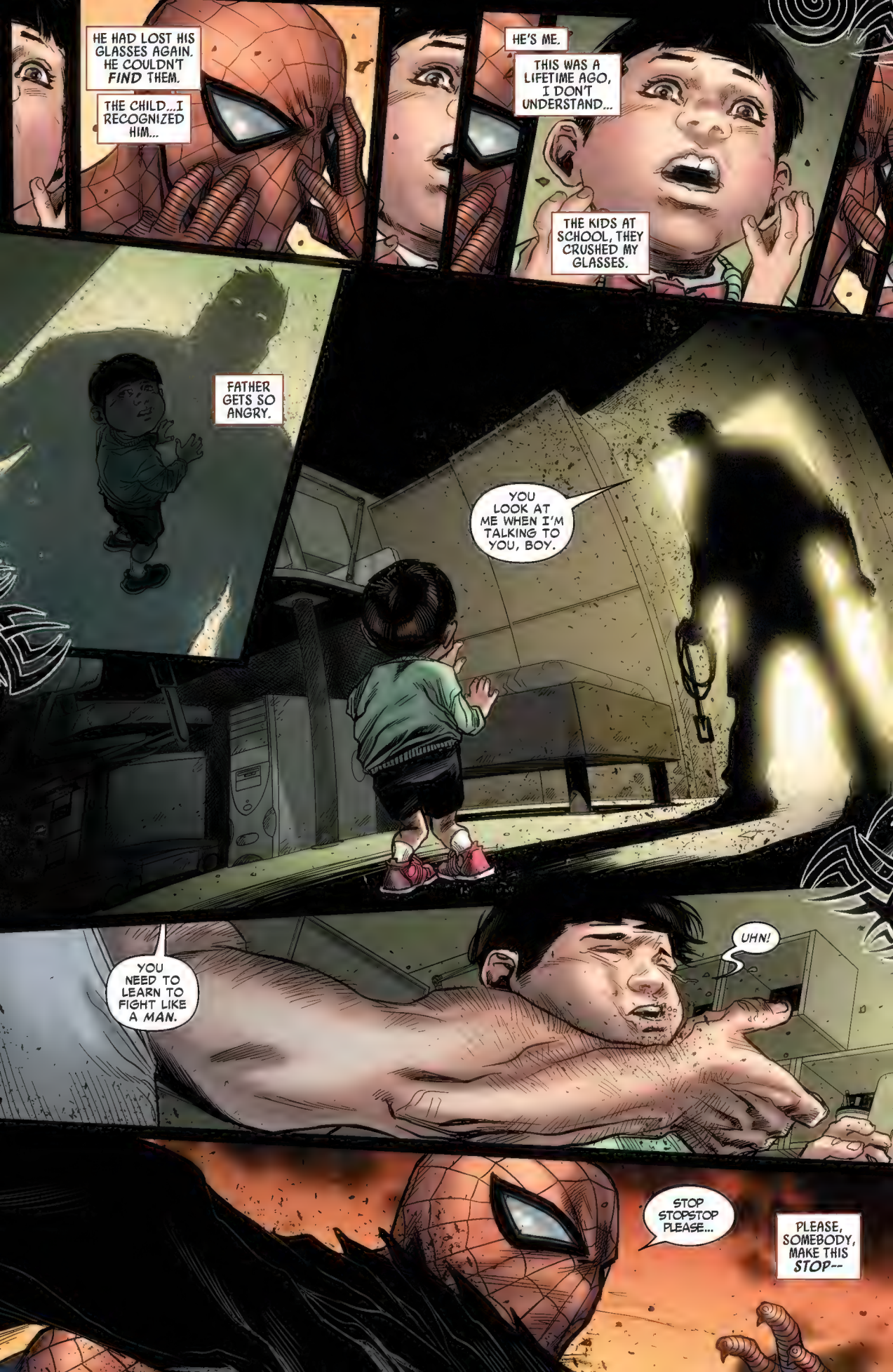
WAKE UP!

OR I WILL WAKE YOU UP.
NO!
RUN!
RRR
'MBBLEE!
NO... WHAT HAVE I DONE?
MY WARP GAZE HAS COMPROMISED THIS STRUCTURE...
AAAHH!
MOVE, MORTALS!
UHN!

KRK!
THIS IS NOT--
THIS IS NOT YOU, SPIDER-MAN--!
HNF
YOU ARE NOT IN CONTROL OF YOUR ACTIONS!
AAH!
CAN YOU HEAR ME?
YOU MUST FIGHT THIS!

The Mindscape.
NO MATTER WHERE I GO, WHICH DIRECTION I TURN, THE *CREATURE* IS THERE.
I CANNOT ESCAPE IT.
THIS IS INSANITY! THE FEAR THAT GRIPS ME... IT IS FOR LESSER MEN!
I AM OTTO OCTAVIUS, AND I WILL NOT COWER LIKE SOME CHILD!
FALL BEFORE THE MIGHT OF--!
IT'S IN MID-LEAP THAT I REALIZE I'M WRONG.
THE FEAR GRIPS ME TIGHTER THAN EVER.
CAN'T MOVE. CAN'T THINK...
"EVERYTHING IS GOING TO BE OKAY."
I SAID THIS TO THE CHILD, AS WE RAN. IT'S SOMETHING I...SOMETHING.
BUT IT'S NEVER TRUE.

OTTO...
IT KNOWS. IT KNOWS WHO I AM.
HOW COULD YOU LOSE YOUR GLASSES AGAIN?
HOW COULD YOU BE SO STUPID?!
FATHER?
WHY ARE YOU SO WEAK?!
MY FATHER IS DEAD, HOW CAN THIS BE...HOW CAN THIS BE HAPPENING? I--
THE CHILD.
HE'S GONE.


HE HAD LOST HIS GLASSES AGAIN. HE COULDN'T FIND THEM.
THE CHILD...I RECOGNIZED HIM...
HE'S ME.
THIS WAS A LIFETIME AGO, I DON'T UNDERSTAND...
THE KIDS AT SCHOOL, THEY CRUSHED MY GLASSES.
FATHER GETS SO ANGRY.
YOU LOOK AT ME WHEN I'M TALKING TO YOU, BOY.
YOU NEED TO LEARN TO FIGHT LIKE A MAN.
UHN!
STOP STOPSTOP PLEASE...
PLEASE, SOMEBODY, MAKE THIS STOP--

GET AWAY FROM HIM!
WHO--?
YOU'RE SPIDER-MAN, RIGHT?
YOU CAN CALL ME SLEEPWALKER.
I'M HERE TO HELP.

HSSS!
YOU DO NOT BELONG IN THAT BODY!
SKREEEEE!
YOU DO NOT BELONG IN THIS WORLD!
AND I WILL SEE YOU EXORCISED FROM BOTH.
THE LAST SLEEPWALKER...
YOU DON'T EVEN KNOW, DO YOU? THE REACH OF THE NIGHTMARE REALMS SPREAD... THIS ONE, HIS MIND HAS SUCH FEARS... HIS BODY HAS SUCH POWER...
... AND I WILL NOT LET GO!

YOUR MINDSCAPE IS SHIFTING AGAIN.
HN!
ARE YOU OKAY?
NO. PERHAPS MORE IDIOTIC QUESTIONS WILL HELP.
WHOA. I'M JUST TRYING TO HELP.
DO YOU REALLY EXPECT ME TO BELIEVE THAT WE'RE INSIDE MY MIND, IN SOME DREAM? AND A "DREAM MONSTER" HAS TAKEN POSSESSION OF ME?
THERE WERE SCREAMS.
WHEN I FALL ASLEEP, AN ALIEN BEING EMERGES FROM MY DREAMS AND FIGHTS CRIME. SO, YEAH...I EXPECT YOU TO BELIEVE THIS.
WHAT'S THE LAST THING YOU REMEMBER?
I WAS ON PATROL, WHEN I SAW IT.
LIKE SCARED SHEEP, THEY RAN...SOMETHING WAS HAPPENING IN THE SUBWAY TUNNELS.
I FOUND A MAN, STANDING THERE...EVERYONE WAS ASLEEP, HE WAS GOING TO KILL THEM ALL...
THE LOOK IN HIS EYES...MADNESS.
MADNESS, BUT SOMETHING MORE.
EVERYTHING WENT BLACK...

YEAH, THAT "SOMETHING MORE" IS WHAT WE CALL A FEAR-WORM, A NASTY OTHER-DIMENSIONAL PARASITE.
WONDERFUL.
HEY, I DON'T WANT TO GET IN YOUR BUSINESS...BUT WHAT'S WITH ALL THE DOCTOR OCTOPUS IMAGERY?
WHAT ARE YOU TALKING AB--
AH.
IS THIS A RADIATION LAB?
...MAYBE.
DOCTOR OCTOPUS WAS ONE OF THE GREATEST GENIUSES...
THE FAT GUY WITH THE ARMS, RIGHT?
--GREAT MAN WHO NEARLY DEFEATED ME BEFORE HE DIED IN BATTLE. WITH ME.
GET DOWN!
I SUPPOSE I STILL HARBOR SOME GUILT FOR FAILING TO...SAVE HIM. THUS THE DREAMS.
IF YOU SAY SO, I--
UH-OH.
WHERE ARE YOUR GLASSES?!
AAH!
UHN!

I KNOW. I KNOW THIS CREATURE, THIS WORM...IS USING MY DEEPEST, DARKEST THOUGHTS AND FEARS AGAINST ME.
I KNOW THIS IS ALL IN MY HEAD.

BUT I AM HELPLESS AGAINST IT.

I KNOW I AM SUPERIOR TO MY DRUNKEN, STUPID, FAILURE OF A FATHER IN EVERY WAY.
BUT THE SIGHT OF HIM REDUCES DOCTOR OCTOPUS TO A SNIVELING CHILD, LIVING IN FEAR OF HIS BELT, THE RING ON HIS FINGER.

ONE OF THE MOST FEARED SUPER VILLAINS ON THE PLANET, AND IT MAKES NO DIFFERENCE.
NOT AGAINST HIM.

SPIDER-MAN!
AGAINST THIS, OTTO OCTAVIUS IS NOTHING.

AGAINST THIS...

--WHAT? WHAT IS HAPPENING?!
WHY CAN I NOT KILL YOU?!
...THERE IS NO WAY TO FIGHT BACK.
IF IT CONSUMES YOUR PSYCHE...

...THE WORM WILL GAIN PERMANENT CONTROL OF YOUR BODY!
IT WILL USE YOU TO KILL EVERYONE IT SEES!
YOU HAVE TO BEAT THIS!
CAN'T MOVE...CAN'T BREATHE...
YOU HAVE TO FIGHT!
BUT I CAN'T. I CAN'T FIGHT.
YOU HAVE TO--!
HE'S GONE.
BUT FATHER REMAINS.
OTTO...
MAYBE...MAYBE IT'S BETTER THIS WAY.
BETTER THAT OTTO OCTAVIUS...
...IS DEAD.

URK!
OTTO OCTAVIUS IS DEAD.
I AM SPIDER-MAN NOW, DO YOU HEAR ME, NORBERT? YOU MAY BE ABLE TO STRIKE FEAR INTO THE HEART OF OCTAVIUS...
...BUT YOU ARE NOTHING TO THE SUPERIOR SPIDER-MAN!
AND YOU WILL NEVER PUT YOUR HANDS ON ME AGAIN, DO YOU HEAR ME?!
YOU WILL NEVER HURT ME AGAIN!
EVER!
KK... HKKK...
... MERCY ...

NYEAAA!
MERCY?
I THINK NOT.
DIE, WORM.
KAAAHLEEEE--

SPIDER-MAN? ARE YOU--
IF YOU ASK...I SWEAR, IF YOU ASK ME IF I'M "OKAY," I WILL HURT YOU.
MY APOLOGIES. THE FEARWORM IS AN ANCIENT CREATURE, LONG THOUGHT DEAD. MY KIND BATTLED THEM MILLENNIA AGO.
WE BEGAN POLICING THE MINDSCAPE FOR JUST SUCH A REASON.
THIS...THIS WAS YOUR RESPONSIBILITY, THEN.
WHAM!
THIS WAS *YOUR* FAULT, FREAK! DO YOU *REALIZE* WHAT I WENT THROUGH?!
YOU DEAL WITH THIS KIND OF THING?
DO A BETTER JOB.
THE ALIEN MUPPET CREATURE APOLOGIZED, AND FLOATED AWAY LIKE SOME KIND OF SICK DREAM.

Later.
BY ITS OWN ACCOUNT, THE VILE CREATURE THAT POSSESSED ME NEARLY KILLED SLEEPWALKER.
HE BELIEVES THAT I STOPPED IT.
I FOUND THE STRENGTH TO DEFEAT IT, BUT I... I STRUGGLED.
SO IF I DIDN'T STAY THE CREATURE'S HAND... WHAT DID?
ALL OF IT, A DREAM PERHAPS.
GIVE IT BACK!
GIVE ME MY BODY BACK!
BUT SOME OF IT SEEMED SO REAL...
Next: The Chameleon Sanction.

AVENGING SPIDER-MAN

You didn't ask for it, but here it is! It's editorial musical chairs! Sana Amanat here, your favorite –er–*minority female* editor (it's technically true since there's only one of me here)! I've pushed Ellie Pyle to the curb to take over as lead editor on AVENGING SPIDER-MAN. "Ellie Pyle who?" Exactly, you guys! Move over, Pyle! I'll show you what a REAL editor can do…a SUPERIOR editor to be specific. Am I right?!

UGH. I know, I'm SO not right. You're already regretting reading this letters page aren't you? Who am I kidding? Ellie Pyle is a fantastic editor–she managed to seamlessly take the editorial reins from Steve Wacker (STEVE WACKER!) and put out some great issues of AVENGING SPIDER-MAN. Now, my mission in life is to do somewhat of a comparable job. Though luckily I've got Chris Yost and Marco Checchetto doing the heavy lifting here, so I'll let them make me look good.

Of course Ellie is thankfully still in the Wacker office. You can see her editorial imprint gracing the pages of FEARLESS DEFENDERS, GUARDIANS OF THE GALAXY, NOVA, THANOS and of course, SUPERIOR SPIDER-MAN. Meanwhile she's left AVENGING in great shape. We have a lot of fantastic stories coming up and the SUPERIOR super heroics of the AVENGING SPIDER-MAN are ones that you won't want to miss.

I'm thrilled to be on board. We get to do stories here, that we probably can't get away with in the OTHER Spidey comic book (I don't know WHAT that one is about). So what I want to know is, what do YOU want to see in your Spidey adventures. E-mail us at spideyoffice@marvel.com and put AVENGING SPIDER-MAN in the subject line.

Webbin' out!
Sana "MiniB" Amanat

NEXT:

CHECK THESE OUT!

SUPERIOR SPIDER-MAN #7
4/3/13

CAPTAIN MARVEL #11
ON SALE NOW!

VENOM #33
ON SALE NOW!

Send e-mail to SPIDEYOFFICE@MARVEL.COM (please mark as OKAY TO PRINT)

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